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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 05-01-2012 , and ending 04-30-2013

Name of foundation SHOLLEY FOUNDATION		A Employer identification number 04-6014010	
Number and street (or P O box number if mail is not delivered to street address) GOODWIN PROCTER LLP EXCHANGE PLACE		B Telephone number (see instructions) (617) 570-1391	
City or town, state, and ZIP code BOSTON, MA 021092881		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,178,247		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2	2		
	4 Dividends and interest from securities.	60,145	60,145		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a <u>39,983</u>				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	60,147	60,147		
	13 Compensation of officers, directors, trustees, etc	22,911	12,601		10,310
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,143	847		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	50	50		0
	24 Total operating and administrative expenses. Add lines 13 through 23	25,104	13,498		10,310
	25 Contributions, gifts, grants paid	73,000			73,000
	26 Total expenses and disbursements. Add lines 24 and 25	98,104	13,498		83,310
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-37,957			
	b Net investment income (if negative, enter -0-)		46,649		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	99,897	25,975	25,975
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	330,737	☒ 330,737	361,323
	b	Investments—corporate stock (attach schedule)	920,529	☒ 956,494	1,790,949
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,351,163	1,313,206	2,178,247
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,351,163	1,313,206	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,351,163	1,313,206	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,351,163	1,313,206	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	1,351,163
2	Enter amount from Part I, line 27a	2	-37,957
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,313,206
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,313,206

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	40000 US TREAS BILLS	P	2012-04-25	2012-10-18
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 39,983		39,983	0
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	0
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	84,783	1,929,479	0 043941
2010	81,261	1,905,785	0 042639
2009	84,675	1,853,764	0 045677
2008	86,932	1,865,134	0 046609
2007	80,515	2,234,440	0 036034

2 Total of line 1, column (d).	2	0 214900
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 042980
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,025,690
5 Multiply line 4 by line 3.	5	87,064
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	466
7 Add lines 5 and 6.	7	87,530
8 Enter qualifying distributions from Part XII, line 4.	8	83,310

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	933
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	933
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	933
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	844	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	844
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	3
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	92
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of MARY KATHLEEN O'CONNELL Telephone no (617) 570-1391 Located at GOODWIN PROCTER LLP EXCHANGE PLACE BOSTON MA ZIP +4 021092881			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
		15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

5b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total

number of other employees paid over \$50,000.

0

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,985,047
b	Average of monthly cash balances.	1b	71,491
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,056,538
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,056,538
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	30,848
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,025,690
6	Minimum investment return. Enter 5% of line 5.	6	101,285

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	101,285
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	933
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	933
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	100,352
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	100,352
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	100,352

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	83,310
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	83,310
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	83,310
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				100,352
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			71,856	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 83,310				
a Applied to 2011, but not more than line 2a			71,856	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				11,454
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				88,898
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	73,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	2	
4	Dividends and interest from securities. . . .			14	60,145	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			14		
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		60,147	0
13	Total. Add line 12, columns (b), (d), and (e).			13		60,147

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-08-26	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00710567
	DEBORA L POWELL	DEBORA L POWELL			
	Firm's name ☐	GOODWIN PROCTER LLP EXCHANGE PLACE		Firm's EIN ☐ 04-1378465	
	Firm's address ☐	BOSTON, MA 021092881		Phone no (617) 570-1667	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOAN M SHOLLEY MOYNAGH	SECRETARY/TRUSTEE 2 00	6,600	0	0
77 MORTON ROAD MILTON,MA 02186				
MARY KATHLEEN O'CONNELL	TREASURER/TRUSTEE 2 00	16,311	0	0
GOODWIN PROCTER LLP EXCHANGE PL BOSTON,MA 021082881				
J ADAM SHOLLEY	TRUSTEE 0 00	0	0	0
77 MORTON ROAD MILTON,MA 02186				
PETER B SHOLLEY	TRUSTEE/PRESIDENT 0 00	0	0	0
1120 11TH ST W BOCA GRANDE,FL 33921				
NANCY F SHOLLEY	TRUSTEE 0 00	0	0	0
1120 11TH ST W BOCA GRANDE,FL 33921				
LUCINDA SHOLLEY	TRUSTEE 0 00	0	0	0
41 HIGHLAND STREET DEDHAM,MA 02026				
PETER N SHOLLEY	TRUSTEE 0 00	0	0	0
3743 20TH STREET SAN FRANCISCO,CA 94110				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ABBIE'S SCHOOL INC PO BOX 456 CULEBRA,PR 00775	NONE	PUBLIC CHARITY	SUPPORT	1,500
ALICE LLOYD COLLEGE 100 PURPOSE RD PIPPA PASSES,KY 41844	NONE	PUBLIC CHARITY	SUPPORT	500
BARRIER ISLANDS PARKS SOCIETY PO BOX 637 BOCA GRANDE,FL 33921	NONE	PUBLIC CHARITY	SUPPORT	500
BEREA COLLEGE PO BOX 517 BEREA,KY 40404	NONE	PUBLIC CHARITY	SUPPORT	500
BOCA GRANDE ARTS ALLIANCE PO BOX 517 BOCA GRANDE,FL 33921	NONE	PUBLIC CHARITY	SUPPORT	1,000
BOCA GRANDE CHILD CARE CENTER 50 CONGRESS ST BOCA GRANDE,FL 33921	NONE	PUBLIC CHARITY	SUPPORT	2,500
BOCA GRANDE HISTORICAL SOCIETY 170 PARK AVE BOCA GRANDE,FL 33921	NONE	PUBLIC CHARITY	SUPPORT	2,500
BOSTON PUBLIC LIBRARY 700 BOYLSTON ST BOSTON,MA 02116	NONE	PUBLIC CHARITY	SUPPORT	1,500
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK,ME 04011	NONE	PUBLIC CHARITY	SUPPORT	500
BUDDY DOG HUMANE SOCIETY 151 BOSTON POST ROAD SUDBURY,MA 017763173	NONE	PUBLIC CHARITY	SUPPORT	1,000
CARNEGIE HERITAGE AND ART CENTER 110 EAST VINCENNES ST LINTON,IN 47441	NONE	PUBLIC CHARITY	SUPPORT	2,500
COMMONWEALTH SHAKESPEARE CO 126 LEWIS WHARF BOSTON,MA 02110	NONE	PUBLIC CHARITY	SUPPORT	4,500
COMMUNITY SERVINGS 18 MARBURY TERRACE JAMAICA PLAIN,MA 02130	NONE	PUBLIC CHARITY	SUPPORT	3,000
CUMBERLAND COLLEGE ONE CUMBERLAND SQUARE LEBANON,TN 37087	NONE	PUBLIC CHARITY	SUPPORT	500
ECHO 17391 DURRANCE ROAD FORT MEYERS,FL 33912	NONE	PUBLIC CHARITY	SUPPORT	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EPIPHANY SCHOOL 154 CENTRE STREET DORCHESTER,MA 02124	NONE	PUBLIC CHARITY	SUPPORT	2,500
FAMILIES FOR DEPRRESSION AWARENESS 395 TOTTEN POND ROAD WALTHAM,MA 02451	NONE	PUBLIC CHARITY	SUPPORT	1,000
FORBES HOUSE MUSEUM 215 ADAMS STREET MILTON,MA 02186	NONE	PUBLIC CHARITY	SUPPORT	1,000
FRIENDS OF BOCA GRANDE COMM CTR PO BOX 1222 BOCA GRANDE,FL 33921	NONE	PUBLIC CHARITY	SUPPORT	5,000
GULF COAST CONSERVATION FOUNDATION 601 TAMIAMI TRAIL SOUTH VENICE,FL 34285	NONE	PUBLIC CHARITY	SUPPORT	2,500
ISLAND SCHOOL PO BOX 1090 BOCA GRANDE,FL 33921	NONE	PUBLIC CHARITY	SUPPORT	1,000
JOHANN FUST LIBRARY PO BOX 309 BOCA GRANDE,FL 33921	NONE	PUBLIC CHARITY	SUPPORT	1,000
KIVA 3180 18TH ST SUITE 201 SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	SUPPORT	500
MOTE MARINE LABS 1600 KEN THOMPSON PKWY SARASOTA,FL 34231	NONE	PUBLIC CHARITY	SUPPORT	1,000
NEW ENGLAND AQUARIUM 1 CENTRAL WHARF BOSTON,MA 02110	NONE	PUBLIC CHARITY	SUPPORT	1,000
NO BENNET ST INDUSTRIAL SCHOOL 39 NORTH BENNETT STREET BOSTON,MA 02113	NONE	PUBLIC CHARITY	SUPPORT	1,000
NOBLE & GREENOUGH SCHOOL 10 CAMPUS DRIVE DEDHAM,MA 02026	NONE	PUBLIC CHARITY	CLASS OF 1946	1,000
NORTHEASTERN UNIVERSITY 316 HUNTINGTON AVE BOSTON,MA 021155008	NONE	PUBLIC CHARITY	SHOLLEY SCHOLARSHIP	5,000
PEOPLE OF CATS SHELTER PO BOX 422 WFALMOUTH,MA 02540	NONE	PUBLIC CHARITY	SUPPORT	500
PLANNED PARENTHOOD OF MA 1055 COMMONWEALTH AVE BOSTON,MA 021093803	NONE	PUBLIC CHARITY	SUPPORT	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PORCHLIGHT THEATRE CO PO BOX 437 ROSS,CA 94957	NONE	PUBLIC CHARITY	SUPPORT	1,000
RADCLIFFE INSTITUTE 10 GARDEN STREET CAMBRIDGE,MA 02138	NONE	PUBLIC CHARITY	SUPPORT	1,000
ROLLINS COLLEGE 1000 HOLT AVE 2750 WINTER PARK,FL 327894499	NONE	PUBLIC CHARITY	SUPPORT	2,000
SALT POND AREAS BIRD SANCTUARIES INC PO BOX 535 WFALMOUTH,MA 02574	NONE	PUBLIC CHARITY	SUPPORT	500
SALVATION ARMY 25 SHAWMUT ROAD CANTON,MA 02021	NONE	PUBLIC CHARITY	SUPPORT	1,000
ST MICHAEL'S EPISCOPAL CHURCH 112 RANDOLPH AVE MILTON,MA 02186	NONE	PUBLIC CHARITY	SUPPORT	2,000
SUNCOAST HUMANE SOCIETY 6781 SAN CASA DRIVE ENGLEWOOD,FL 342248149	NONE	PUBLIC CHARITY	SUPPORT	5,000
THEATER OFFENSIVE TRUE COLORS 565 BOYALSTON ST BOSTON,MA 02116	NONE	PUBLIC CHARITY	SUPPORT	1,000
THE MOUNT BOX 974 LENOX,MA 01240	NONE	PUBLIC CHARITY	SUPPORT	2,500
UNITED NATIONS DELEGATIONS INC 1ST AVE BTW 45TH 46TH NEW YORK,NY 10017	NONE	PUBLIC CHARITY	SUPPORT	1,000
UNITED NEGRO COLLEGE FUND 15 BROAD STREET BOSTON,MA 021093803	NONE	PUBLIC CHARITY	SUPPORT	1,000
VASSAR COLLEGE 124 RAYMOND AVE POUGHKEEPSIE,NY 12604	NONE	PUBLIC CHARITY	SUPPORT	500
VICENNES UNIVERSITY FOUNDATION - VERONICA & LINDSAY TURNER SCHOOL FUND 1002 N FIRST ST VINCENNES,IN 47591	NONE	PUBLIC CHARITY	SUPPORT	2,500
YEAR UP 93 SUMMER ST BOSTON,MA 02110	NONE	PUBLIC CHARITY	SUPPORT	1,000
Total  3a				73,000

TY 2012 Investments Corporate

Stock Schedule

Name: SHOLLEY FOUNDATION

EIN: 04-6014010

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1200 SHS COCA COLA CO	819	50,796
600 SHS COLGATE PALMOLIVE	7,481	71,646
1000 SHS PEPSICO INC	15,975	82,470
1000 SHS PROCTER & GAMBLE	62,905	76,770
2000 SHS SYSCO CORP	19,931	69,720
600 SHS WALGREEN CO	20,272	29,706
1400 SHS EXXON MOBIL CORP	5,007	124,586
400 SHS SCHLUMBERGER LTD	27,706	29,772
500 SHS BERKSHIRE HATHAWAY INC CL B	24,240	53,160
700 SHS JP MORGAN CHASE & CO	11,848	34,307
1000 SHS STATE STREET CORP	7,844	58,470
400 SHS DENTSPLY INTL INC	12,959	16,940
1000 SHS JOHNSON & JOHNSON	5,008	85,230
300 SHS MEDTRONIC INC	15,401	14,004
1300 SHS MERCK & CO INC	25,850	61,100
700 SHS NOVARTIS AG SPONS ADR	38,957	51,632
1289 SHS PFIZER INC	29,918	37,471
400 SHS STRYKER CORP	9,258	26,232
200 SHS CATERPILLAR INC	7,832	16,934
700 SHS EMERSON ELECTRIC	19,530	38,857
800 SHS EXPEDITORS INTL WASH INC	13,930	28,744
2000 SHS GENERAL ELECTRIC	27,673	44,580
500 SHS PACCAR INC	5,026	24,890
400 SHS AUTOMATIC DATA PROCESSING INC	18,709	26,936
1200 SHS CISCO SYSTEMS INC	28,205	25,104
800 SHS EMC CORP MASS	19,031	17,944
400 SHS LINEAR TECHNOLOGY CORP	14,250	14,600
700 SHS MICROSOFT CORP	22,516	23,170
1200 SHS WESTERN UNION CO	25,282	17,772
300 SHS BHP BILLITON LTD SPONS ADR	14,096	20,166

Name of Stock	End of Year Book Value	End of Year Fair Market Value
200 SHS PRAXAIR INC	12,818	22,860
300 SHS SIGMA ALDRICH CORP	15,386	23,607
1000 SHS SOUTHERN CO	31,183	48,230
3212.96 SHS DODGE & COX INTL STOCK FUND	111,927	120,101
1231.47 SHS VANGUARD INTL GROWTH FD	19,901	25,134
600 SHS ABBOTT LABS	14,460	22,152
2000 SHS APPLIED MATERIALS INC	27,820	29,020
1400 SHS AT&T	40,754	52,444
1200 SHS VERIZON COMM	41,952	64,692
1000 SHS ABB LTD SPONS AMERICAN DEP REC	18,560	22,570
300 SHS UNITED TECHNOLOGIES CORP	23,136	27,387
300 SHS 3M	25,458	31,413
600 SHS ABBVIE INC	15,680	27,630

TY 2012 Investments Government Obligations Schedule

Name: SHOLLEY FOUNDATION

EIN: 04-6014010

**US Government Securities - End of
Year Book Value:**

330,737

**US Government Securities - End of
Year Fair Market Value:**

361,323

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Other Expenses Schedule

Name: SHOLLEY FOUNDATION

EIN: 04-6014010

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PC FILING FEE	35	35		0
ANNUAL REPORT FILING FEE	15	15		0

TY 2012 Taxes Schedule**Name:** SHOLLEY FOUNDATION**EIN:** 04-6014010

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	847	847		0
FEDERAL TAXES	1,296	0		0